

F98000000280

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Verdelli Farms, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ronald H. Miller, VP/Treasurer
(Name of Person)

Verdelli Farms, Inc.
(Firm/Company)

7505 Grayson Road, P.O. Box 4216
(Address)

Harrisburg, PA 17111
(City/State/Zip)

700002392357--8
-01/07/98-01048-001
*****75.00 *****75.00

W98-379

901/16
98 JAN 16 AM 10:59
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Ronald H. Miller at (717) 558-4266
(Name of Person) (Area Code & Daytime Telephone Number)

× COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

× MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1998

RONALD H. MILLER
VERDELLI FARMS, INC.
P.O. BOX 4216
HARRISBURG, PA 17111

SUBJECT: VERDELLI FARMS, INC.
Ref. Number: W98000000379

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We have received your document for VERDELLI FARMS, INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 298A00000895

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Albert Verdelli

Address: 7505 Grayson Road

Harrisburg, PA 17111

Vice Chairman: Daniel A. Verdelli

Address: 7505 Grayson Road

Harrisburg, PA 17111

Director: Daniel H. Latsha

Address: 7505 Grayson Road

Harrisburg, PA 17111

Director: Ronald H. Miller

Address: 7505 Grayson Road

Harrisburg, PA 17111

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Albert Verdelli

Address: 7505 Grayson Road

Harrisburg, PA 17111

Vice President: Daniel A. Verdelli

Address: 7505 Grayson Road

Harrisburg, PA 17111

Secretary: Daniel H. Latsha

Address: 7505 Grayson Road

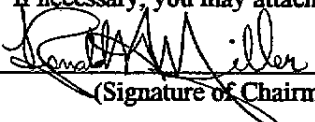
Harrisburg, PA 17111

Treasurer: Ronald H. Miller

Address: 7505 Grayson Road

Harrisburg, PA 17111

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  Vp / TREASURER
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald H. Miller, VP/Treasurer

(Typed or printed name and capacity of person signing application)

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

DECEMBER 01, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

VERDELLI FARMS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in cursive script, appearing to read "G. Vetter".

Secretary of the Commonwealth

SSCH

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